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May 24, 2001

Honorable Philip N. Asprodites
Commissioner of Conservation
State of Louisiana
Post Office Box 44275
Baton Rouge, Louisiana 70804-4275

Re: APPLICATION FOR PUBLIC HEARING.

Upper Cotton Valley Zone, Reservoir A, and
Middle Cotton Valley Zone, Reservoir A,
ROCKY MOUNT FIELD, Bossier Parish,
Louisiana.

Dear Sir:

WILL-DRILL PRODUCTION CO., INC. ("Applicant"), hereby respectfully applies for a public hearing to consider evidence relative to the issuance of Orders pertaining to the following matters relating to the Upper Cotton Valley Zone, Reservoir A, and to the Middle Cotton Valley Zone, Reservoir A, in the Rocky Mount Field, Bossier Parish, Louisiana:

1. To establish rules and regulations governing the exploration for and production of gas and condensate from the Upper Cotton Valley Zone, Reservoir A.
2. To create two (2) drilling and production units for the exploration for and production of gas and condensate from the Upper Cotton Valley Zone, Reservoir A, such units being designated UCV RA SUA and UCV RA SUB, and being shown on the attached plat.
3. To force pool and integrate all separately owned tracts, mineral leases and other property interests within each of the proposed units with each separate tract sharing in unit production on a surface acreage basis of participation.
4. To designate Will-Drill Production Co., Inc., as Operator of, and its Allen et al. No. 2 Well as the unit well for, UCV RA SUA, at the location shown on the attached plat.
5. To provide that future wells drilled to the Upper Cotton Valley Zone, Reservoir A, within or outside of the proposed units be located not less than 1,000 feet to any unit boundary and not less than 2,000 feet to any other well completed in, drilling to, or for which a permit shall have been granted to drill to the Upper Cotton Valley Zone, Reservoir A.

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6. To authorize the downhole combination of production from the Upper Cotton Valley Zone, Reservoir A, and the Middle Cotton Valley Zone, Reservoir A.

7. To define the Upper Cotton Valley Zone, Reservoir A, as that gas and condensate bearing interval encountered between the depths of 8,766' and 9,166' (electrical log measurements) in the Will-Drill Production Co., Inc.--Allen et al. No. 2 Well located in the Southeast Quarter (SE 1/4) of Section 28, Township 22 North, Range 12 West, Bossier Parish, Louisiana.

8. To consider such other matters as may be pertinent.

The Middle Cotton Valley Zone, Reservoir A, in the Rocky Mount Field, Bossier Parish, Louisiana, was defined in Office of Conservation Order No. 460-E, effective September 15, 1976.

Pertinent data concerning this application is available for inspection at the offices of Will-Drill Production Co., Inc., 416 Travis Street, Suite 1200, Shreveport, Louisiana 71101. Any person wishing to inspect such data should call Mr. Daryl Fultz at (318) 222-7464 during normal business hours in order to arrange a date and time for such inspection. A copy of any such data which is not otherwise available from the Office of Conservation can be obtained from Applicant at the expense of the requesting party.

By letter dated May 7, 2001, Applicant gave notice, in accordance with the Revised Rules of Procedure, of its intention to apply for a public hearing concerning these proposals and a pre-application conference with respect to Applicant's proposals was tentatively scheduled for May 30, 2001. No request for the pre-application conference was received; therefore, no conference was held.

Attached hereto is a plat outlining Applicant's proposed units, which plat is identical to the plat attached to the pre-application notice. Also attached hereto is a list of the names and addresses of all Interested Owners, Represented Parties and Interested Parties to whom a copy of this application is being sent. Pursuant to the Revised Rules of Procedure, such list is being forwarded only to the Commissioner of Conservation and to the District Manager of the Shreveport District of the Office of Conservation. A copy of the list will be furnished by the undersigned to any party so requesting. A reasonable effort was made to obtain a complete list of Interested Owners, Represented Parties and Interested Parties.

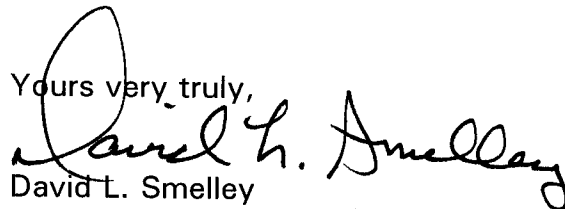
Applicant will provide for posting of a copy of the Legal Notice of this hearing and the enclosed plat at a prominent place in the area affected and will cause

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publication of the Legal Notice in a newspaper published in the general area of Rocky Mount Field, all in accordance with the Revised Rules of Procedure. Furthermore, a copy of the Legal Notice will be mailed to all Interested Owners, Represented Parties and Interested Parties promptly upon receipt of the Legal Notice from the Commissioner.

Finally, we enclose our check payable to the Commissioner of Conservation for the application fee.

Yours very truly,


David L. Smelley

-- Attorney for Will-Drill Production Co., Inc.

DLS:dp
Enclosures

cc: Mr. Jim Broussard (w/encls.)
Mr. Daryl Fultz (w/encls.)
Mr. Currie Smith (w/encls.)
Mr. Edward Yarborough (w/encls.)
Interested Owners, Represented
Parties and Interested Parties
(w/copy of unit plat only)

R 12 W

20

21

22

23

LEBEN
DeMOSS
1-A
9606'

T

22

N

29

UCV RA SU A
640 ± ACRES

MARY BELLE
McKINNEY COOK

MARY BELLE
McKINNEY COOK

J.W. THOMAS

FWELL
COOK

WILL-DRILL
(LEBEN)
S. DeMOSS

9597'
McKINNEY

H.L. DeMOSS

R.T. WINKLER

UCV RA SUB
640 ± ACRES

F.L.A. OLIVER

F.L.A. OLIVER

ASA PROP.

S.E. DeMOSS

26

SANTA FE-SNYDER
DEL TIC TMBR.

1
(12,200')
PBTD: 9365'

W.T. WINSTON
ET AL
WILL-DRILL
LEOPARD

1
9500'

JAMES TIGNER
WALKER

F.L.A.
OLIVER

G.B. LYNN
WILL-DRILL
FORD

1
11,900'

J.D. HARANG, ET AL
HYDE
HARANG

1
8224'

K. LEOPARD HICKNELL
ET AL

335'

1-ALT.
1994'

W.H. FORD, JR.

11,900'

SAMSON
LEOPARD

1-ALT.
9600'

SAMSON
L. ENGLISH

2
12,000'

SAMSON
L. ENGLISH

1
11,952'

BRAMMER
DAVIS

1
11,825'

ARKLA
ANTRIM EST.

1
9840'

34

BKE
BURTON

1
11,800'

35

SUN
ARDIS & CO.
B-1
10,171'

SANTA FE-SNYDER
ANTHONY FOREST PROD.

1
10,540'

33

SAMSONS
ROBERTS

1
10,115'

SUNRAY
ROBERTS

1
11,920'

EXHIBIT NO. _____

DOCKET NO. _____

WILL-DRILL PRODUCTION CO., INC.
SHREVEPORT, LOUISIANA

ROCKY MOUNT FIELD
BOSSIER PARISH, LOUISIANA

PROPOSED UPPER COTTON VALLEY RESERVOIR A SAND UNITS A AND B
PROPOSED UNIT WELL FOR UPPER COTTON VALLEY SAND UNIT A

⊙ : PROPOSED UNIT WELL FOR UPPER COTTON VALLEY RESERVOIR A SAND UNIT A

----- : PROPOSED UPPER COTTON VALLEY RESERVOIR A SAND UNITS

0' 1000' 2000' 3000' 4000'

GRAPHIC SCALE